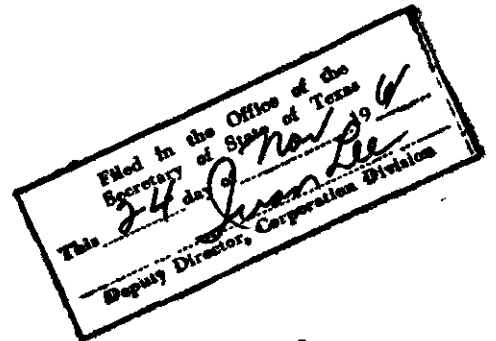


EXHIBIT 2

ARTICLES OF INCORPORATION
OF
BRISCOE RANCH, INC.



We, the undersigned natural persons of the age of twenty-one (21) years or more, at least two of whom are citizens of the State of Texas, acting as incorporators of the corporation under the Texas Business Corporation Act, do hereby adopt the following Articles of Incorporation for such incorporation:

I.

The name of the corporation is BRISCOE RANCH, INC.

II.

The period of its duration is perpetual.

III.

The purpose or purposes for which the corporation is organized are to engage in the ranching and farming business; to buy, sell, raise, deal and trade in livestock and farm commodities of every description; subject to the provisions of Part Four of the Texas Miscellaneous Corporation Laws Act, to purchase or otherwise acquire, hold, own, mortgage and convey real and personal property of every class and description and any interest therein and to buy, own and construct rental property; to subscribe for, purchase, invest in, hold, own and assign, and otherwise own and deal in shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of foreign or domestic corporations; to purchase oil, gas and mineral leases and royalty interests; to prospect for, drill, pump, refine and sell oil and gas; to engage in the business of buying and selling goods, wares and merchandise.

IV.

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), of the par value of One Hundred Dollars (\$100) each.

V.

The corporation will not commence business until it has received for the issuance of its shares consideration of the value of Ten Thousand Dollars (\$10,000), consisting of money, labor done, or property actually received, which sum is equal to at least ten per cent (10%) of the total capitalization of the said corporation and not less than One Thousand Dollars (\$1,000).

VI.

The post office address of its initial registered office is 114 East Nopal Street, Uvalde, Texas, and the name of its initial registered agent at such address is Dolph Briscoe, Jr.

VII.

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are:

Dolph Briscoe, Jr.	114 East Nopal St., Uvalde, Texas
Janey S. Briscoe	114 East Nopal St., Uvalde, Texas
Edwin E. King	114 East Nopal St., Uvalde, Texas


VIII.

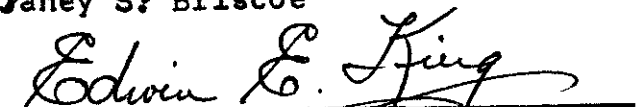
The names and addresses of the incorporators are:

Dolph Briscoe, Jr.	114 East Nopal St., Uvalde, Texas
Janey S. Briscoe	114 East Nopal St., Uvalde, Texas
Edwin E. King	114 East Nopal St., Uvalde, Texas

IN WITNESS WHEREOF, we have hereunto set our hands,
this the 22nd day of November, 1961.


Dolph Briscoe, Jr.


Janey S. Briscoe


Edwin E. King

THE STATE OF TEXAS !

COUNTY OF UVALDE !

I, JAMES N. GAREY, a notary public, do hereby certify that on this the 22 day of November, 1961, personally appeared before me DOLPH BRISCOE, JR., JANEY S. BRISCOE and EDWIN E. KING, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements contained therein are true.

James N. Garey
Notary Public, Uvalde County, Texas